

| UNITED STATES BANKRUPTCY COURT Western District of Texas | | | | | VOLUNTARY PETITION | | | | |
|---|--|--|--|---|--|--|--|--|---|
| Name of Debtor (if individual, enter Last, First, Middle): RREAF O&G Portfolio #2 LLC | | | | | Name of Joint Debtor (Spouse) (Last, First, Middle): | | | | |
| All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): | | | | | All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names): | | | | |
| Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 46-5477815 | | | | | Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): | | | | |
| Street Address of Debtor (No. and Street, City, and State): 4245 North Central Expressway, Suite 420 Dallas, Texas <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE 75205</div> | | | | | Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div> | | | | |
| County of Residence or of the Principal Place of Business: Dallas | | | | | County of Residence or of the Principal Place of Business: | | | | |
| Mailing Address of Debtor (if different from street address): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div> | | | | | Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div> | | | | |
| Location of Principal Assets of Business Debtor (if different from street address above): Midland County, Texas | | | | | <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE 79701</div> | | | | |
| Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.) | | Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other | | Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <div style="display: flex; justify-content: space-between;"> <div style="width: 48%;"> <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 </div> <div style="width: 48%;"> <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding </div> </div> | | | | | |
| Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending: | | Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code). | | Nature of Debts (Check one box.) <div style="display: flex; justify-content: space-between;"> <div style="width: 48%;"> <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." </div> <div style="width: 48%;"> <input checked="" type="checkbox"/> Debts are primarily business debts. </div> </div> | | | | | |
| Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B. | | | | | Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (<i>amount subject to adjustment on 4/01/16 and every three years thereafter</i>). ----- Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b). | | | | |
| Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. | | | | | | | | | THIS SPACE IS FOR COURT USE ONLY |
| Estimated Number of Creditors <div style="display: flex; justify-content: space-between;"> <div style="width: 10%;"> <input type="checkbox"/> 1-49 <input checked="" type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 </div> <div style="width: 10%;"> <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000 </div> </div> | | | | | | | | | |
| Estimated Assets <div style="display: flex; justify-content: space-between;"> <div style="width: 10%;"> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input checked="" type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion </div> </div> | | | | | | | | | |
| Estimated Liabilities <div style="display: flex; justify-content: space-between;"> <div style="width: 10%;"> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion </div> </div> | | | | | | | | | |

| | | | |
|---|--|---|-------------|
| Voluntary Petition (This page must be completed and filed in every case.) | | Name of Debtor(s): RREAF O&G Portfolio #2 LLC | |
| All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.) | | | |
| Location Where Filed: | | Case Number: | Date Filed: |
| Location Where Filed: | | Case Number: | Date Filed: |
| Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.) | | | |
| Name of Debtor: See Attached Schedule 1 | | Case Number: See Attached Schedule 1 | Date Filed: |
| District: Western District of Texas | | Relationship: | Judge: |
| <div style="text-align: center;">Exhibit A</div> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p> | | <div style="text-align: center;">Exhibit B</div> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p> | |
| Exhibit C | | | |
| Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? | | | |
| <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. | | | |
| <input checked="" type="checkbox"/> No. | | | |
| Exhibit D | | | |
| (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) | | | |
| <input type="checkbox"/> Exhibit D, completed and signed by the debtor, is attached and made a part of this petition. | | | |
| If this is a joint petition: | | | |
| <input type="checkbox"/> Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition. | | | |
| Information Regarding the Debtor - Venue (Check any applicable box.) | | | |
| <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. | | | |
| <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. | | | |
| <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District. | | | |
| Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.) | | | |
| <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) | | | |
| _____ (Name of landlord that obtained judgment) | | | |
| _____ (Address of landlord) | | | |
| <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and | | | |
| <input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. | | | |
| <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)). | | | |

B1 (Official Form 1) (04/13)

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|--|--|---|--|
| Voluntary Petition <i>(This page must be completed and filed in every case.)</i> | | Name of Debtor(s): RREAF O&G Portfolio #2 LLC | |
| Signatures | | | |
| Signature(s) of Debtor(s) (Individual/Joint) I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b). I request relief in accordance with the chapter of title 11, United States Code, specified in this petition. X _____ Signature of Debtor X _____ Signature of Joint Debtor _____ Telephone Number (if not represented by attorney) _____ Date | | Signature of a Foreign Representative I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition. (Check only one box.) <input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached. <input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached. X _____ (Signature of Foreign Representative) _____ (Printed Name of Foreign Representative) _____ Date | |
| X _____ Signature of Attorney* Robert W. Jones Printed Name of Attorney for Debtor(s) Holland & Knight LLP Firm Name 200 Crescent Court, Suite 1600 Dallas, Texas 75201 Address 214-964-9500 Telephone Number Date <u>July 8, 2015</u> *In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect. | | Signature of Non-Attorney Bankruptcy Petition Preparer I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached. _____ Printed Name and title, if any, of Bankruptcy Petition Preparer _____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.) _____ Address X _____ Signature _____ Date Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above. Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual. If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person. <i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</i> | |
| Signature of Debtor (Corporation/Partnership) I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor. The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition. X _____ Signature of Authorized Individual Webb M. ("Kip") Sowden, III Printed Name of Authorized Individual Chief Executive Officer Title of Authorized Individual Date <u>July 7, 2015</u> | | | |

Voluntary Petition - Schedule 1

The following affiliated entities (collectively, the “Debtors”) will be filing, or have filed, voluntary bankruptcy petitions on July 8, 2015.

| Name of Debtor | Date Filed | District | Relationship to Other Debtors |
|------------------------------------|-------------------|---------------------------|--------------------------------------|
| RREAF O&G Portfolio #2 LLC | 07/08/2015 | Western District of Texas | Affiliate |
| RREAF O&G Portfolio #2 Manager LLC | 07/08/2015 | Western District of Texas | Affiliate |
| RREAF O&G Portfolio #3 LLC | 07/08/2015 | Western District of Texas | Affiliate |
| RREAF O&G Portfolio #3 Manager LLC | 07/08/2015 | Western District of Texas | Affiliate |

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
MIDLAND DIVISION**

| | | |
|--|---------------------------------|--|
| In re: RREAF O&G PORTFOLIO #2 LLC, <p style="text-align: center;">Debtor.</p> | § § § § § § § | Chapter 11 Case No. 15-_____ Joint Administration Pending |
|--|---------------------------------|--|

STATEMENT OF CORPORATE OWNERSHIP PURSUANT TO RULES 1007 AND 7007.1 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE

RREAF O&G Portfolio #2 LLC ("O&G2"), the above-referenced debtor and debtor in possession, files this *Statement of Corporate Ownership Pursuant to Rules 1007 and 7007.1 of the Federal Rules of Bankruptcy Procedure* and respectfully submits the following:

1. RREAF O&G Portfolio #2 Manager LLC, a Delaware limited liability company ("O&G2 Manager") owns 100% of the outstanding equity interests of O&G2.
2. RREAF O&G Portfolio #2 Investors LLC, a Delaware limited liability company ("O&G2 Investor") owns 100% of the outstanding equity interests of O&G2 Manager.
3. Spectrum RREAF Class A, LLC, a Delaware limited liability company, owns 10% or more of a class of O&G2 Investor's outstanding equity interests.
4. RREAF Holdings (O&G Portfolio Number 2) LLC, a Texas limited liability company ("O&G2 Holdings"), owns 10% or more of a class of O&G2 Investor's outstanding equity interests.
5. RREAF Holdings, LLC owns 10% or more of a class of O&G2 Holdings' outstanding equity interests.

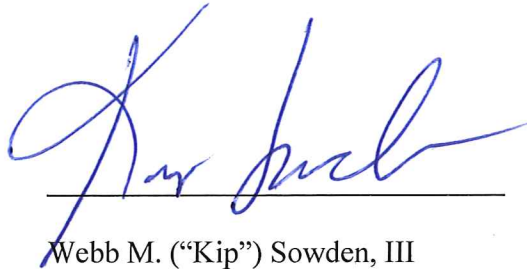
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DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A
CORPORATION OR PARTNERSHIP

I, Webb M. ("Kip") Sowden, III, the Chief Executive Officer of the above-captioned debtor, declare under penalty of perjury that I have read the foregoing Statement of Corporate Ownership Pursuant to Rules 1007 and 7007.1 of the Federal Rules of Bankruptcy Procedure and that it is true and correct to the best of my information and belief.

Dated: July 7, 2015

Signature: _____



Name: Webb M. ("Kip") Sowden, III

Title: Chief Executive Officer

**Resolutions of Managing Member and Managers
of
RREAF O&G Portfolio #2 LLC**

July 7, 2015

The undersigned, the Managing Member (the “*Managing Member*”) and the Managers (the “*Managers*”) (including the Independent Managers) of RREAF O&G Portfolio #2 LLC, a Delaware limited liability company (the “*Company*”), hereby waive notice of the time, place, date, and purpose of a special meeting of the Managing Member and/or the Managers of the Company and consent to and approve the following resolutions and each and every action effected thereby:

1. RESTRUCTURING

WHEREAS, the Company is party to that certain Loan Agreement (as amended, the “*Loan Agreement*”) dated April 30, 2014 with Spectrum Origination LLC (“*Spectrum*”) in which the Company borrowed \$42,125,000.00 from Spectrum (the “*Loan*”).

WHEREAS, the plan to repay the Loan in full has always been to refinance the Loan with another lender which refinanced loan would be on a much longer term than the Spectrum loan facility.

WHEREAS, since the fall of 2104, the Managing Member has diligently pursued opportunities for refinancing the Loan.

WHEREAS, the market for refinancing the Loan was materially and adversely affected by the fall in oil prices during the fall of 2014 and winter of 2015, and as a result, the Company has not yet succeeded in refinancing the Loan.

WHEREAS, the Managing Member and the Managers currently and firmly believe that the Company has identified a lender and equity investors that will enable the Company to refinance the Loan and pay off Spectrum in full for all amounts owed under the Loan Agreement (the “*Proposed Refinance*”).

WHEREAS, Spectrum has not been cooperative in agreeing to terms which would facilitate the Proposed Refinance, and has threatened to exercise its remedies under the Loan Agreement and the other loan documents executed in connection therewith (the “*Loan Documents*”).

WHEREAS, the Managing Member and Managers have, on and prior to the date of these resolutions, received extensive reports from the Company’s representatives regarding its prior and future projected financial performance and the potential impact on the Company’s value and future performance as a result of any exercise of remedies by Spectrum.

WHEREAS, the Managing Member and Managers have consulted and received advice from Holland & Knight LLP, legal counsel to the Company and Managing Member, regarding the strategic alternatives available to the Company as a result of the current financial and operational condition of the Company including, without limitation, financial matters relating to the Proposed Refinance and recalcitrance by Spectrum in facilitating the Proposed Refinance.

WHEREAS, the Managing Member and Managers have reviewed and considered all materials presented by the Company's management and the Company's external advisors regarding the Company's current financial and operational condition, and have had an opportunity to consult with management and outside advisors to fully consider all of the financial and legal alternatives available to the Company in order to preserve its assets for the benefit of its creditors and other interested stakeholders.

WHEREAS, due to: (i) the value of the assets of the Company, (ii) the realistic possibility of achieving the Proposed Refinance, and (iii) the improving business outlook for the Company, the filing of a voluntary petition for bankruptcy protection under Chapter 11 of the Bankruptcy Code by the Company (the "*Bankruptcy Petition*") is necessary in order to preserve the value of the Company's assets for the benefit of its creditors, equity interest holders, and other interested stakeholders.

2. **AUTHORIZATION FOR BANKRUPTCY FILING**

NOW, THEREFORE, BE IT RESOLVED, that the Managing Member and/or the Chief Executive Officer of the Company, Webb M. ("Kip") Sowden, III ("*Sowden*"), or such other appropriate officer(s) as may be designated by Sowden (such other officers or representatives, collectively, with Sowden, the "*Authorized Representatives*" and each an "*Authorized Representative*"), is hereby authorized and empowered on behalf of the Company to file a Bankruptcy Petition in a United States bankruptcy court with jurisdiction over the Company (such court, the "*Bankruptcy Court*") at such time as he deems advisable, expedient, convenient, proper, or necessary (the "*Bankruptcy Filing*").

RESOLVED, that the Authorized Representatives be, and each of them hereby is, authorized and empowered to execute and deliver and file or cause to be filed with the Bankruptcy Court, on behalf of the Company, the Bankruptcy Petition and any and all other documents necessary or appropriate in connection therewith, each in such form or forms as the Authorized Representative(s) so acting may approve.

RESOLVED, that the Company be, and it is hereby, authorized to file the Bankruptcy Petition and complete the Bankruptcy Filing.

RESOLVED, that the Authorized Representatives be, and each of them hereby is, authorized and empowered to take or cause to be taken any and all such further action, to execute and deliver any and all such further instruments and documents and to pay all such fees and expenses, as the Authorized Representative(s) so acting shall deem appropriate in his, her or their judgment to fully carry out the intent and accomplish the

purposes of these resolutions.

RESOLVED, that all actions heretofore taken by the Authorized Representatives, in the name of and on behalf of the Company, in connection with any of the foregoing matters be, and hereby are, in all respects ratified, confirmed and approved.

RESOLVED, that the Authorized Representatives be, and each of them hereby is, authorized and empowered, on behalf of and in the name of the Company, to employ and retain Holland & Knight, as general restructuring counsel for the Company and its affiliates in their Chapter 11 cases to represent and assist the Company and its affiliates in carrying out their duties under the bankruptcy code, and to take any and all actions to advance the rights and obligations of the Company, including filing any pleadings, and in connection therewith, the Authorized Representatives are hereby authorized and directed to execute the appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Petition and Bankruptcy Filing, and cause to be filed an appropriate application for authority to retain the services of Holland & Knight.

RESOLVED, that the Authorized Representatives, or any of them be, and each hereby is, authorized, directed, and empowered, on behalf of and in the name of the Company to employ and retain such other legal, accounting, financial, and bankruptcy services firms as may be deemed necessary or appropriate by the Authorized Representatives for the Company's Chapter 11 case.

3. **GENERAL**

RESOLVED, that the Managing Member, the Managers, the Chief Executive Officer and any other Authorized Representative of the Company be, and they hereby are, authorized to take such actions and to execute and deliver such instruments and documents as they shall, in the exercise of their judgment, deem necessary, appropriate or desirable to effectuate and carry out the intent and purposes of any of the foregoing resolutions, and all such prior acts, executions and deliveries are hereby ratified, approved and confirmed.

RESOLVED FURTHER, that all actions heretofore taken by the Managing Member, the Managers, the Chief Executive Officer and any other officer or Authorized Representative of the Company with respect to the transactions contemplated above be, and hereby are, in all respects, approved, confirmed and ratified.

RESOLVED FURTHER, that the actions of the Managing Member, the Managers, the Chief Executive Officer and any other officer or Authorized Representative acting in such capacity since the formation of the Company be, and they hereby are, ratified, confirmed, and approved in all respects as the acts of this Company.

(signature on next page)

IN WITNESS WHEREOF, these Resolutions have been executed as of the date first above written.

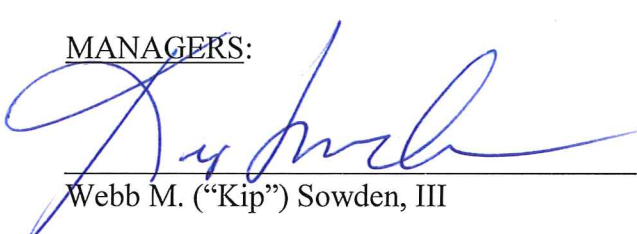
MANAGING MEMBER

RREAF O&G PORTFOLIO #2 MANAGER LLC,
Managing Member

By: 

Webb M. ("Kip") Sowden, III
Chief Executive Officer

MANAGERS:


Webb M. ("Kip") Sowden, III

W. Douglas McKnight


Brandon R. Miller

Trent Bavaro, Independent Manager

Sarah B. Eichelsdoerfer, Independent Manager

IN WITNESS WHEREOF, these Resolutions have been executed as of the date first above written.

MANAGING MEMBER

RREAF O&G PORTFOLIO #2 MANAGER LLC,
Managing Member

By: _____
Webb M. ("Kip") Sowden, III
Chief Executive Officer

MANAGERS:

Webb M. ("Kip") Sowden, III

W. Douglas McKnight

Brandon R. Miller

Trent Bavaro, Independent Manager

Sarah B. Eichelsdoerfer, Independent Manager

IN WITNESS WHEREOF, these Resolutions have been executed as of the date first above written.

MANAGING MEMBER

RREAF O&G PORTFOLIO #2 MANAGER LLC,
Managing Member


By: _____
Webb M. ("Kip") Sowden, III
Chief Executive Officer

MANAGERS:

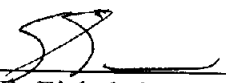
Webb M. ("Kip") Sowden, III

W. Douglas McKnight

Brandon R. Miller



Trent Bavaro, Independent Manager



Sarah B. Eichelsdoerfer, Independent Manager

